

Giles, J

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

IN RE INTRALINKS HOLDINGS, INC.
DERIVATIVE ACTION

USDC SDNY
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Lead Case No. 11-CIV-9636 (TPG)

STIPULATION AND [PROPOSED] ORDER FOR STAY OF LITIGATION

WHEREAS, on December 28, 2011, Plaintiff Douglas Dixon ("Plaintiff") filed his Verified Shareholder Derivative Complaint ("Complaint") in the above-captioned action ("Derivative Action") against Defendants Patrick J. Wack, Jr., Brian J. Conway, Peter Gyenes, Thomas Hale, Habib Kairouz, Robert C. McBride, J. Chris Scalet, J. Andrew Damico, and Harry D. Taylor (collectively, the "Individual Defendants"), and nominal defendant IntraLinks Holdings, Inc. ("IntraLinks") (collectively with the Individual Defendants, "Defendants"); and

WHEREAS, the parties in the Derivative Action filed a stipulation and proposed order with this Court on January 17, 2012 ("Stipulation"), agreeing that Defendants' time to move, answer or otherwise respond to the Complaint in the Derivative Action shall be tolled pending appointment of lead plaintiff and lead counsel pursuant to the Private Securities Litigation Reform Act, 15 U.S.C. § 78, in the related action *Wallace v. IntraLinks Holdings, Inc., et al.*, No. 11-cv-08861-TPG (S.D.N.Y.) ("Class Action"), and also agreeing that Derivative Lead Plaintiff for the conduct of the Derivative Action is Douglas Dixon and Derivative Lead Counsel for Plaintiff is Levi & Korsinsky LLP; and

WHEREAS, this Court so-ordered the parties' Stipulation on January 20, 2012; and

WHEREAS, in the Class Action, this Court appointed lead plaintiff and lead counsel on April 3, 2012, and the parties in the Class Action have submitted a proposed schedule for further proceedings in the Class Action which includes the filing of an amended complaint by Lead

Plaintiff in the Class Action and a possible motion to dismiss the amended complaint by defendants in the Class Action; and

WHEREAS, the factual allegations in the Derivative Action are similar to those set forth in the Class Action.

NOW, THEREFORE, IT IS HEREBY STIPULATED AND AGREED by and between Derivative Lead Counsel and counsel for Defendants in the Derivative Action as follows:

1. Any motion to dismiss that may be filed in the Class Action may affect the parties' positions on the issues in this Derivative Action. Defendants anticipate filing a motion to dismiss the Class Action. Accordingly, the parties in the Derivative Action believe that it is in the best interest of judicial and litigant economy to stay all further proceedings in this Derivative Action -- including but not limited to any discovery in the Derivative Action -- pending a final decision on Defendants' anticipated motion to dismiss the Class Action.

2. Within thirty (30) days after this Court's ruling on the motion to dismiss in the Class Action, the parties to the Derivative Action shall submit a proposed scheduling order to this Court to govern further proceedings in the Derivative Action, including discovery in the Derivative Action.

Dated: April 11, 2012

LEVI & KORSINSKY, LLP

By: Michael H. Rosner / m. m. r. *with permission*
Eduard Korsinsky
(ek@zlk.com)
Michael H. Rosner
(mrosner@zlk.com)
30 Broad Street, 24th Floor
New York, NY 10004
Tel. (212) 363-7500
Fax: (212) 363-7171

*Derivative Lead Counsel and Counsel for
Derivative Lead Plaintiff Douglas Dixon*

GOODWIN PROCTER LLP

By: Mary K. Dulka
Mark Holland
(mholland@goodwinprocter.com)
Mary K. Dulka
(mdulka@goodwinprocter.com)
The New York Times Building
620 Eighth Avenue
New York, NY 10018-1405
Tel.: (212) 813-8800
Fax: (212) 355-3333

*Attorneys for Defendants Patrick J. Wack, Jr.,
Brian J. Conway, Peter Gyenes, Thomas Hale,
Habib Kairouz, Robert C. McBride, J. Chris
Scalet, J. Andrew Damico and Harry D. Taylor
and Nominal Defendant IntraLinks Holdings,
Inc.*

IT IS SO ORDERED:

Thomas P. Griesa
Thomas P. Griesa
United States District Judge

4/16/12

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